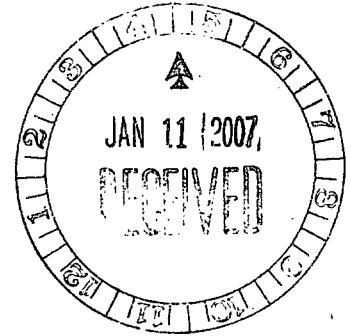


January 11, 2007



By Hand Delivery

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW
Room 700
Washington DC 20423

218423

RE: Ex Parte No. 646 (Sub-No. 1) – Simplified Standards for Rail Rate Cases
Comments of Olin Corporation

Dear Secretary Williams,

Enclosed for filing please find the original and twenty copies of the Comments of Olin Corporation submitted in the above captioned proceeding.

We have enclosed an extra copy to be date-stamped and returned to our messenger.

Respectfully submitted,

A handwritten signature in black ink, appearing to be 'Kim Hillenbrand', written over a horizontal line.

Kim Hillenbrand

ENTERED
Office of Proceedings

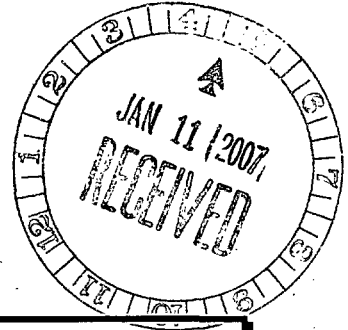
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**Before the
Surface Transportation Board**

Ex Parte No. 646 (Sub-No.1)

Simplified Standards for Rail Rate Cases

Rebuttal Comments and Recommendations

Submitted on Behalf of OLIN Chemical

By

Tom O'Connor and Kim Hillenbrand
Snavely King Majoros O'Connor & Lee, Inc.
1111 14th Street NW
Suite 300
Washington DC 20005

January 11, 2007

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I. Introduction

Snavely King Majoros O'Connor & Lee, Inc. ("SK" or "Snavely King") welcomes this opportunity to analyze the issues and develop Rebuttal comments on the Simplified Standards for Rail Rate Cases proposed by the Surface Transportation Board ("STB" or "Board") decision served on July 26th, 2006 in Ex Parte 646 (Sub No. 1) Simplified Standards for Rail Rate Cases.

Snavely King submitted Opening Comments on October 24, 2006 in this proceeding and also submitted Reply comments on November 30 on behalf of BASF as well as a broader set of Reply comments on behalf of SK. OLIN requested that Snavely King prepare and submit Rebuttal Comments on its behalf focusing on a select set of issues. The focus issues for OLIN Chemical (Olin) center on the Maximum Value of the Case (MVC). OLIN's focus on this issue, like BASF's and Snavely King's focus on the Maximum Value of the Case during the Reply phase should not be construed as acceptance of or agreement with the remainder of Ex Parte No. 646 as proposed by the STB.

The focus on this issue reflects the fact that setting the Maximum Value of the Case at unrealistic levels can put the entire process out of reach and discard the years of effort invested in the Simplified Standards for Rail Rate Cases. The need for Simplified Standards for Rail Rate Cases has been evident for years to shippers, railroads and other interested parties, including Congress.

The development of a method for determining the reasonableness of small shipment rates was a directive from Congress in 1995.¹ As the Board noted in its July 26, 2006 decision, at that time only one shipper had filed a case under Simplified Guidelines. The parties settled the dispute, with the assistance of Board mediation, before presenting any evidence. BP Amoco Chem. Co. v. Norfolk S. Ry., STB Docket No. 42093 (STB served June 28, 2005)². More recently, a second shipper has filed a case under Simplified Guidelines. On November 22, 2006 Williams Olefins, LLC filed a Rate Complaint and Request for Mediation v. Grand Trunk Corporation STB Docket No. NOR 42098. That case is now in the mediation process.³

The Board action in this proceeding contains many commendable initiatives which are steps in the right direction towards meeting the longstanding 1995 Congressional directive. The Board is seeking to meet statutory goals of providing captive shippers

¹ In 1995, Congress directed the Board to "establish a simplified and expedited method for determining the reasonableness of challenged rail rates in those cases in which a full stand-alone cost presentation is too costly, given the value of the case." 49 U.S.C. 10701(d)(3). In 1996, the Board adopted the guidelines set forth in Rate Guidelines – Non-Coal Proceedings, 1 S.T.B. 1004 (1996) (Simplified Guidelines).

² Snavely King participated in the first case, BP Amoco Chem. Co. v. Norfolk S. Ry., STB Docket No. 42093, as an expert witness on behalf of BP Amoco.

³ Snavely King participated in the second case, Williams Olefins, LLC v. Grand Trunk Corporation STB Docket No. NOR 42098 as an expert witness on behalf of Williams Olefins, LLC.

meaningful access to regulatory remedies for rail rates that are unreasonable, while recognizing the need for railroads to earn a reasonable return on their investments.

In the context of unparalleled levels of strong financial performance by the railroads, the time has clearly come for increased attention to the Board's statutory goal of providing captive shippers meaningful access to regulatory remedies for rail rates that are unreasonable.

II. Summary of Comments on STB Proposals for Methodology for Small and Medium-Size Rail Rate Disputes

The Board proposed a three part plan for meeting its statutory requirement:⁴

- 1. Create a simplified stand-alone cost (Simplified-SAC) procedure to use in *medium-size rate disputes* for which a full stand-alone cost (Full-SAC) presentation is too costly, given the value of the case.**
- 2. Retain the "Three-Benchmark" method of Simplified Guidelines, with certain modifications and refinements, for *small rate disputes* for which even a Simplified-SAC presentation would be too costly, given the value of the case.**
- 3. Establish *eligibility presumptions* based on the maximum value of the case to distinguish between large, medium-size, and small rail rate disputes.**

OLIN has focused on the maximum value of the case (MVC) in its Rebuttal Comments. As indicated in Snavely King's Opening comments we support OLIN's position on MVC and we focus on MVC in these Rebuttal comments and in the broader Rebuttal comments filed by Snavely King.

Improperly setting the MVC would in effect wall off STB regulatory relief from shippers whose shipment size precludes access to the STB's more elaborate and far more costly Stand Alone Cost (SAC) rate reasonableness review. It is essential to recall that the rate reasonableness determinations respond to the requirements of the *Staggers Rail Act of 1980*. They are made within the context of the three Long Cannon factors included in that landmark legislation.

The Interstate Commerce Commission (ICC) and the STB recognized the need to reflect the Long Cannon factors in its July 26, 2006 decision proposing the new simplified small and medium rate reasonableness standards. Under the *Interstate Commerce Act*, as revised by the ICCTA, the ICC, and its successor agency the STB, were charged with protecting captive shippers from unreasonable rate levels. In the *Staggers Rail Act of 1980* the ICC and subsequently the STB was specifically directed by Congress to

⁴ Ex Parte 646 (Sub-No. 1) Simplified Standards for Rail Rate Cases

consider the three Long-Cannon factors, set forth in 49 U.S.C. 10701(d)(2). These factors are:

- ☐ **Long-Cannon-1:** Consider the amount of traffic transported at revenues which do not contribute to going concern value and the efforts made to minimize such traffic ;
- ☐ **Long-Cannon-2:** Consider the amount of traffic which contributes only marginally to fixed costs and the extent to which, if any, rates on such traffic can be changed to maximize the revenues from such traffic; and
- ☐ **Long-Cannon-3:** Consider the carrier's mix of rail traffic to determine whether one commodity is paying an unreasonable share of the carrier's overall revenues.

Many other parties also addressed the maximum value of the case. We offer a brief summary extract of some of those comments relating to MVC. The prevalence of MVC comments illustrates the broad and strong support for major change in the STB's proposed MVC:

Interested Parties⁵

As summarized in its Reply comments, the Interested Parties' Opening Comments urged the Board to adopt measures including the following⁶:

- Drastically revise upwards its eligibility thresholds for the Three-Benchmark Standard and the Full-SAC standard, and consider changing the standard for determining eligibility.
- Eliminate the "aggregation" rule.

Occidental Chemical Corporation, in its Opening Comments stated that⁷

- The proposed STB thresholds are unrealistically low.
- Oxy spends over \$250MM annually on rail freight. and currently 85% of [that] spend represents moves that have greater than a 180% RVCR.

⁵ Interested Parties includes American Chemistry Council, American Forest and Paper Association, American Soybean Association, Agricultural Retailers Association, Colorado Wheat Administrative Committee, Corn Refiners Association, The Fertilizer Institute, Glass Producers Transportation Council, Idaho Barley Commission, Idaho Wheat Commission, Institute of Scrap Recycling Industries, Iowa Soybean Association, Montana Wheat and Barley Committee, National Association of Wheat Growers, National Barley Growers Association, National Corn Growers Association, National Council of Farmers Cooperatives, National Farmers Union, National Grain and Feed Association, National Sorghum Producers, The National Industrial Transportation League, National Oilseed Processors Association, National Petrochemical & Refiners Association, Nebraska Wheat Board, North American Millers Association, North Dakota Grain Dealers Association, North Dakota Public Service Commission, North Dakota Wheat Commission, Oklahoma Wheat Commission, Paper and Forest Industry Transportation Committee, PPL EnergyPlus, LLC, South Dakota Wheat Commission, Texas Wheat Producers Board, USA Rice Federation, Washington Wheat Commission, Alliance for Rail Competition, Consumers United for Rail Equity

⁶ Source: Ex Parte 646 (Sub-No.1) Interested Parties Reply Comments

⁷ Source: Ex Parte 646 (Sub-No.1) OxyChem Opening Comments

- By limiting the eligibility to a maximum of \$3.5MM aggregate that can be argued in a 24 month period, only 1% of Oxy's \$250 million dollar annual spend would be allowed to be presented as a small rate case.
- Ideally, eligibility thresholds need to be removed altogether
- However, if the Board feels it is important to clearly define [eligibility thresholds], Oxy recommended raising the small shipment threshold to \$20MM.

Cargill Incorporated stated in its Opening Comments⁸

- The Board's eligibility thresholds are too low by a tremendous margin.
- The STB's current standards and procedures overstate the value of the case. It is highly unlikely that the prescribed rate would be at the level of 180 percent Revenue to Variable Cost R/VC.⁹
- Forcing cases to be grouped together diminishes or completely removes the availability of small and medium shipment rate reasonableness procedures.
- At the proposed eligibility cap, the small shipment procedures will never be used.

Arkansas Electric Cooperative¹⁰

- The maximum value of the case is overstated when MVC is computed by comparing the existing rate to an unrealistic hypothetical prescribed rate at the level of 180 percent Revenue to Variable Cost R/VC.¹¹
- The MVC runs counter to the public interest.¹²

National Industrial Transportation League¹³

- The eligibility standards are set so low as to eliminate any access to rate reasonableness review for small shipments.
- The MVC misstates the true value of the case.
- The proposed eligibility rules would put most shippers in the Full Stand Alone Cost category despite the fact that the Board recognizes that the category applies to a mere handful of coal shippers.

⁸ Source: Ex Parte 646 (Sub-No.1) Cargill Opening Comments

⁹ This is a simple procedural matter to remedy. The STB can simply allow the shipper to propose a recommended rate level which may be above R/VC 180%. This simple measure allows the shipper to realistically participate in estimating a realistic value of the case.

¹⁰ Source: Ex Parte 646 (Sub-No.1) Arkansas Electric Cooperative Opening Comments

¹¹ Again a simple procedural adjustment remedies the issue. The STB can simply allow the shipper to propose a recommended rate level above R/VC 180%.

¹² In fact Improperly setting MVC can prevent achieving any of the public interest goals the small shipment rate standards were designed to achieve.

¹³ Source: Ex Parte 646 (Sub-No.1) NTIL Opening Comments

- The Board's aggregation rule unlawfully eliminates access to rate reasonableness review for small shipments.

Dow Chemical¹⁴

- MVC is inconsistent with the statute and is prone to carrier manipulation.
- For highly rated chemical freight the MVC almost certainly overstates the actual value of the case.¹⁵
- MVC gives the railroad the ability to force a shipper into a full SAC case merely by quoting a very high tariff rate.¹⁶
- The Board should abandon the MVC.

We agree. The Board should abandon the MVC or dramatically increase the limits. The small shipment limit of \$200,000 over a five year period amounts to less than \$40,000 per year as the maximum possible gain to a complaining shipper. In fact when one reflects the costs attendant to litigation and the inevitable give and take of a mediation or negotiation process the actual amount may be quite different from the nominal estimates. Thus the small shipment MVC limit acts strictly as a barrier to regulatory relief and serves no useful purpose. We recommend merging the small shipment and medium shipment MVC limits and allowing the shipper to choose whether they file under the small shipment or medium shipment procedures.

As the preceding summary indicates, shippers are consistent in their rejection of MVC as a realistic or useful mechanism. Looking at MVC from the railroad's perspective can also be revealing, as the following excerpts indicate.

NS/CSX Reply Comments¹⁷

- NS/CSX saw the claims that the cost of litigating a Three Benchmark case will be too high to allow small cases to be brought under the Board's proposed eligibility thresholds as inconsistent with a complaint filed under the Board's existing Simplified Guidelines.

In our reply comments in this proceeding, we stated:

"..Since there have been no fully litigated small shipment rate cases, there is no public record of the cost of preparing, presenting and litigating such cases. It is

¹⁴ Source: Ex Parte 646 (Sub-No.1) Dow Chemical Opening Comments

¹⁵ This criticism is reiterated by many respondents, as shown in this brief summary. The prevalence of the criticism indicates the seriousness of the problem. The remedy is obvious and easy to apply. The STB should simply allow the shipper to propose a recommended rate level at any level above R/VC 180%.

¹⁶ This may be an unintended effect but it is severe and threatens the entire regulatory procedure.

¹⁷ Source: Ex Parte 646 (Sub-No.1) NS/CSX Reply Comments Pp 14-15

very unlikely, however, that such cases could be pursued fully for less than \$50,000 in consulting and legal fees.”¹⁸ (emphasis supplied)

Several points should be noted regarding our comments:

- ❑ First we stated clearly that “It is very unlikely, however, that such cases could be pursued fully for less than \$50,000 in consulting and legal fees.”¹⁹ (emphasis supplied). This means that \$50,000 is a cost minimum not an average cost and definitely not a cost maximum.
- ❑ Second, the SK experience base in this area reflects cases that were settled in mediation or are in the process of being settled in mediation, rather than the longer and more expensive phase of litigation. Again, the relevant concept is a cost minimum not an average cost and definitely not a cost maximum.
- ❑ Third, in both Small Shipment cases in which Snavely King participated, we had extensive prior experience working on a variety of assignments for each of the clients. This lowered the cost by mitigating the need for research and preparation specific to the case.
- ❑ Fourth, both of these cases were designed to be resolved in mediation so SK’s estimates of the litigation costs are just that, estimates.
- ❑ SK has proposed that the first step in this process should be mediation. An increased MVC would not necessarily result in more litigation but rather would provide a better process for small shipment rate disputes to be resolved without litigation.

Accordingly, it is incorrect to treat the \$50,000 estimate as indicative of either the average costs or the total costs of preparing, mediating and litigating such cases.

Association of American Railroads (AAR)²⁰

- The proposed MVC levels should not be changed.
- The full Stand Alone Cost (SAC) should be the preferred method

We see in the AAR comments the intended effect of the railroad position: continued reliance on SAC a method proven to be of no practical value to the vast majority of shippers. The objective of the Simplified standards is to make the rate review process meaningful and accessible to more shippers. This was clearly the Congressional intent.

Broader availability of the simplified standards, in conjunction with increased reliance on mediation, rather than litigation is the key.

III. Summary

¹⁸ Source: Ex Parte 646 (Sub-No.1) Snavely King Reply Comments, page 12

¹⁹ Source: Ex Parte 646 (Sub-No.1) Snavely King Reply Comments, *ibid.*

²⁰ Source: Ex Parte 646 (Sub-No.1) AAR Opening Comments

The virtually universal rejection of the MVC by shippers contrasts sharply with the strong endorsement of MVC by the railroads. This contrast indicates clearly that MVC as proposed by the STB is not perceived as a neutral mechanism. As such, MVC is unlikely to promote acceptance of the Simplified Standards.

Several respondents observed that the Simplified Standards are unlikely to ever result in a prescribed rate as low as the 180 percent SAC level. Accordingly, there is no need for eligibility thresholds and the MVC. If a shipper can achieve a lower rate by using the SAC methods that will be sufficient inducement to do so. There is no need to attempt to channel the demand for rate reasonableness review; the market will seek the appropriate level.

We recommend removal of the small shipment MVC eligibility thresholds and allowing the eligibility thresholds associated with the medium size shipment level to apply to both small and medium shipments. This allows the shipper to present a simple cost based case using the Three Benchmark method or a more elaborate cost based case using the simplified Stand Alone Case Method.

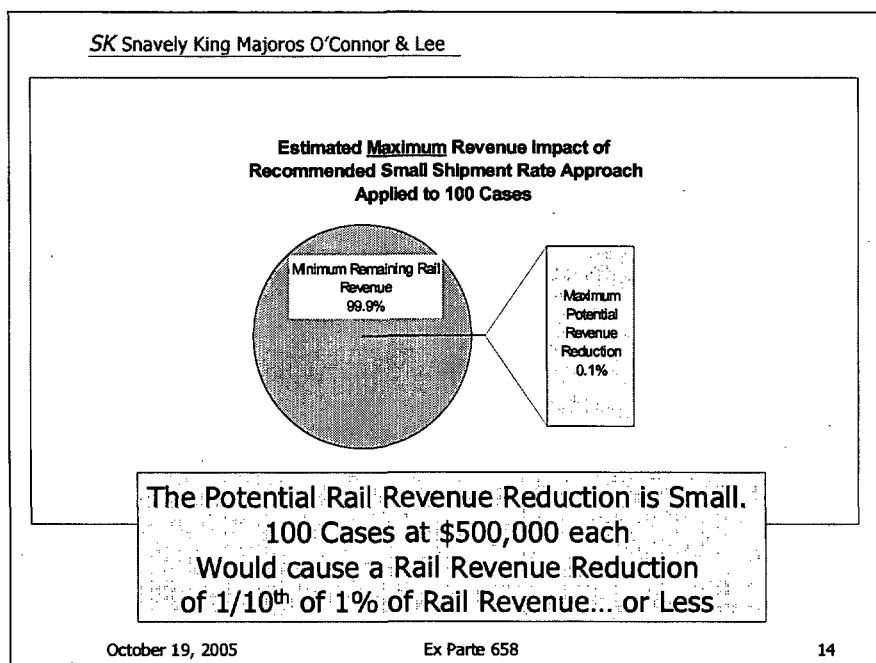
The rationale is simple. If mediation is the principal strategy, and Snavely King definitely recommends mediation as the preferred strategy, one would have far less need of the elaborate cost evidence generated in the medium size shipment simplified Stand Alone Case Method. The cost coverage analyses provided by the small shipment Three Benchmark Method provide ample screens to test for and deter unsupported cases.

Snavely King's comments on the maximum value of the case (MVC) issue may be summarized as follows:

- The rate reasonableness process should adequately address the Long-Cannon factors.
 - MVC fails to add value to the process.
 - MVC as proposed by the STB in effect puts rate reasonableness review out of reach for the vast majority of shippers.
- The proposed standards should be modified to provide "a simplified and expedited method for determining whether a railroad is exercising its market power to charge more than necessary to earn adequate revenues."
 - MVC as proposed obstructs this determination.
- The STB's eligibility criteria should facilitate access to both medium and small sized rate cases.
 - MVC as proposed is set much too low for both medium and small sized rate cases.

- Neither SAC nor medium-sized simplified SAC as proposed is appropriate for a rail distribution pattern of a single origin or few origins to numerous and widely distributed destinations.
 - This simple fact dramatically reduces the applicability of both SAC and medium-sized simplified SAC methods and effectively eliminates much of the need for establishing arbitrary eligibility thresholds like MVC.

We believe that the Three Benchmark method would provide a sufficient screen on access to the process without the likelihood of harm to the railroads. In prior testimony before the STB,²¹ we presented the example below which shows the potential revenue impact of 100 cases in a year with an average value of \$500,000 each. There would be virtually no impact on the revenue adequacy of the railroads.



The data presented in the preceding graph is reported in the following table.

²¹ See testimony presented to the STB by Tom O'Connor in the Ex Parte 646 July 2004 hearings regarding Small Shipment rates as well as the STB Ex Parte 657 April 2005 hearings, as well as testimony presented by Tom O'Connor and Kim Hillenbrand in the Reply phase of this proceeding..

SK Snavely King Majoros O'Connor & Lee	
Line Item Description	Rail Revenue Amounts
Total Rail Revenue as reported in STB 2002 waybill sample	\$40,880,403,000
Small Shipment Cap on Rail Revenue Reduction	\$500,000
Capped Rail Revenue Reduction on one case as percentage of Total Rail Revenue	0.001%
Capped Rail Revenue Reduction on 100 small shipment cases as percentage of Total Rail	0.1%

April 26, 2005 Ex Parte 657 23

The facts are clear. The need for small shipment rate reasonableness review is evident and the impact is minimal. There is no need for an MVC barrier to rate reasonableness review.

- The proposed eligibility criteria should enable access to both medium and small sized rate cases. As proposed by the STB, the maximum value of the case would be set much too low for both medium and small rate cases. The limits on maximum value of the case for small and medium cases should be combined into a single threshold and increased. For any case with a Maximum Value below that threshold, the shipper should be allowed to choose whether to file the rate complaint as a small case or a medium case.
- Neither SAC nor medium-sized simplified SAC as proposed is feasible for a rail distribution pattern of a single or few origins to numerous and widely distributed destinations. Medium-sized simplified SAC needs modification if it is to meet this pattern which is found frequently in the chemical industry, grain industry and in many other industries.
- The apparent either/or choice between the current rate or the rate with R/VC set at 180 percent is unrealistic, unreasonable, and a needless constraint on both the mediation and litigation process. The shipper should be allowed to propose a rate above 180% R/VC. That rate would be used to estimate the maximum value of the case.
- The STB's proposed \$200,000 five-year maximum for small shipment cases would significantly reduce or perhaps even eliminate small shipment rate cases.

The eligibility criteria should enable not block access to needed rate review. The small shipment MVC should be merged with the medium shipment MVC and the shipper should be allowed to file a complaint under either the small shipment or medium shipment procedures for any lane or lanes below that merged MVC.

VERIFICATION

We, Tom O'Connor, and Kim Hillenbrand, declare that the foregoing statement is true and correct and was prepared by us or at our direction. Further, we certify that we are qualified and authorized to file this statement.

Executed on January 11, 2007.



Tom O'Connor



Kim Hillenbrand

Subscribed and sworn to before me this 11th day of January 2007 in the District of Columbia.



Notary Public


My Commission expires:

March 14, 2011

Certificate of Service

I certify that this filing was served this day on all parties of record by first class US Mail or more expeditious method of delivery.

January 11, 2007.



Kim Hillenbrand

Tom O'Connor

Snavely King Majoros O'Connor & Lee, Inc., Washington, DC

- **Vice President (1988-Present)**

Mr. O'Connor has more than twenty-five years experience in business and economic analysis. His experience includes key and increasingly responsible management and policy positions with government agencies and private industry.

Mr. O'Connor has authored a series of guidelines on transportation negotiations and contracting and has conducted transportation negotiations and contracting seminars for a wide range of clients. Mr. O'Connor has also designed and helped lead transportation contract negotiations resulting in tens of millions in cost savings.

Mr. O'Connor has also appeared as an expert witness in successful Stand Alone Cost (SAC) transportation rate litigation, achieving millions of dollars in savings for the client.

He has also created and managed numerous computerized transportation management and regulatory systems to address complex problems and is a widely recognized expert on costing and economics.

He has conducted extensive analyses of truck transportation as well as analyses of tug and barge operations, both inland and off shore, for private sector clients.

Mr. O'Connor has conducted analyses for the Government of Canada used to shape policy for freight transportation and studies for the U.S. Government used to shape Freight and Passenger transport Policy.

For the Government of Bulgaria, in the Balkans, he developed the Master Plan for Management Information Systems, including telecom and computer facilities designed to operate, measure, manage and monitor both rail freight and rail passenger operations of the Bulgarian State Railways, in Bulgaria and the Balkan peninsula.

Mr. O'Connor has analyzed more than 45 rail merger scenarios and cases. He has provided expert testimony before state and federal courts and commissions in the U.S. and Canada on economic and policy issues. He has also testified as an expert on computerized transportation analytical systems, rail operations, anti trust issues and transportation economics and costing. Mr. O'Connor has served as an impartial and expert monitor of data and processes at issue in litigation on transportation.

Mr. O'Connor has also conducted management audits, focused on identifying the cause and effect relationships underlying claimed cost incidence. The management audits were directed toward testing the cost basis of claims asserted by major railroads.

His experience in telecoms spans the period since 1995. During this period, on a succession of government and commercial projects, Mr. O'Connor directed and participated in the review, design and operation of telecoms systems.

He also designed and developed the business and operations plan for an Eastern European telecoms startup company, BDZCOM. Mr. O'Connor designed and presented the plan and conducted liaison with international commercial, banking and government interests in the United States and Europe.

DNS Associates Inc., Washington, DC

- **Vice President (1982 - 1988)**

Mr. O'Connor directed and participated in numerous projects including merger analyses, transportation infrastructure analyses, plant and network rationalization and feasibility studies.

He designed and implemented mainframe and microcomputerized systems for analyzing rail, truck load, LTL and barge logistics. The computerized cost systems Mr. O'Connor created gained widespread use throughout the United States and Canada.

Mr. O'Connor also advised the U.S. Rail Accounting Principles Board on the costing aspects of regulatory reform policies. He provided expert testimony on coal rates, computerized data bases and cost systems and rail cost issues before the Interstate Commerce Commission.

Association of American Railroads, Washington, DC

- **Assistant Vice President, Economics (1979 - 1982)**

Managing a large staff of professionals, Mr. O'Connor designed and managed major economic analysis projects. He helped formulate industry economic policy positions culminating in the Staggers Rail Act of 1980. He submitted expert testimony on behalf of the railroad industry in numerous cases before the Interstate Commerce Commission and state regulatory commissions. He also appeared regularly in national forums on economic issues.

Mr. O'Connor directed the most significant computerized industry Costing System project in 40 years, URCS, the cost system now used by all major US railroads. He also conducted industry seminars on URCS and related economic issues.

Mr. O'Connor also testified before the Interstate Commerce Commission on the design and application of this pathbreaking rail cost system since adopted by the Commission and the rail industry.

He also directed development and installation of a commercial computerized economic and market analysis system now used by virtually all major US railroads.

Consolidated Rail Corporation, PA

- **Assistant Director, Cost & Economics (1977 - 1979)**

Managing a staff of about 30 professionals, Mr. O'Connor was responsible for all Conrail management and regulatory cost analyses in both freight and passenger areas. He testified before the ICC on the development of subsidy standards now widely used in the US railroad industry.

He also finalized the design, installed and managed Contribution Simulator and Calculator (COSAC), a computerized internal management economic analysis system at Conrail. The COSAC system uses specific management accounting data to develop economic costs. COSAC replaced earlier systems and was used to guide virtually all transportation management decisions, including service design, equipment acquisition, strategic initiatives, line abandonments and service discontinuance.

Mr. O'Connor also participated in cost allocation negotiations between Amtrak and Conrail on cost sharing of joint facilities on the North East corridor. He initiated and directed profit maximization and plant rationalization programs. He also designed and implemented computerization and improvement of a wide range of economic and cost analysis systems used to manage and turn around this multi-billion dollar corporation.

R.L. Banks & Associates Inc., Washington, DC

- **Consultant (1976 - 1977)**

Mr. O'Connor conducted and directed numerous transportation-related projects in the U.S. and Canada ranging from national logistics analyses to site-specific studies. He specialized in costing systems and appeared as an expert witness on such systems in a precedent setting proceeding before a Canadian Crown Commission.

U.S. Railway Association, Washington, DC

- **Manager, Local Rail Service Planning (1974 - 1976)**

In a project of unprecedented scope and historic implications, Mr. O'Connor developed, computerized, and implemented the light density lines cost analysis system, which defined Conrail. This system was used to reach line service decisions for thousands of miles of track, including service throughout New York. He served as liaison with congressional staffs and shipper groups, as well as federal, state, and local governments, and planning agencies. The system he created was a major element in the design and implementation of the streamlined Midwest-Northeast regional rail system. After leaving USRA, Mr. O'Connor subsequently was called back to appear as an expert witness to present and defend the operation of the USRA costing system.

Interstate Commerce Commission,

- **Economist, Washington, DC (1973-1974)**

Mr. O'Connor served as a staff economist and authored a report analyzing industry investment patterns and ICC regulatory policy, including ICC use of cost evidence.

Education

- University of Massachusetts, Amherst, B.A. Economics
- University of Wisconsin, Graduate Course Work, Economics
- University of Delaware, Graduate Course Work, Business Management
- The American University, Graduate Course Work, Computer Science

Professional Organizations

- Transportation Research Board
 - Past Chairman of the Transportation Regulation Committee
- Transportation Research Forum
 - Past President of the Cost Analysis Chapter
- National Defense Transportation Association
 - Past Member of Board of Directors, National Capital Chapter

Academic honors

- Phi Kappa Phi academic honors society
- Phi Beta Kappa academic honors society

Military

- U.S. Army; Sergeant, Combat Engineers

Security Clearance

- Secret

Tom O'Connor is Vice-President of Snavely King Majoros O'Connor & Lee (Snavely King), an economic and management consulting company. He has been engaged in the business of economic analysis for more than thirty years, beginning in 1973 as an economist with the Interstate Commerce Commission (now the Surface transportation Board) and later in economic consulting and management positions of increasing responsibility with the United States Railway Association, Conrail, the Association of American Railroads and, from 1982 through 1988 with DNS, Associates and since 1988 with Snavely King Majoros O'Connor & Lee, (Snavely King), an economic and management consulting company focusing on telecommunications and transportation. Mr. O'Connor was Vice President and principal at DNS Associates and has been Vice President and principal of Snavely King since joining the firm in 1988.

He has provided testimony in a number of proceedings before courts and regulatory commissions in the United States and Canada including:

- Interstate Commerce Commission,
- Surface Transportation Board,
- United States Railway Association,
- Regulatory Commission in Indiana,
- Regulatory Commission in New York,
- Regulatory Commission in Pennsylvania,
- State Court in Indiana,
- State Court in Montana,
- State Court in Virginia,
- Arbitration Panel in New York
- Mediation Panel in Massachusetts
- Mediation Panel in Washington
- Canadian Crown Commission.
- US District Court for Eastern District of Virginia,
- US District Court for Arizona

Tom O'Connor's practice centers on transportation with specific focus on litigation, negotiations and infrastructure issues including rationalization and redesign of the railroad infrastructure in the US as well as rebuilding of the railway infrastructure in Eastern Europe. Mr. O'Connor's work in Eastern Europe focused on both transportation and telecommunications.

Kim Hillenbrand

Snavely King Majoros O'Connor & Lee Inc Washington, DC

Analyst, Transportation (2003 to Present)

Mr. Hillenbrand provides analytical support to Snavely King's clients and senior consultants. His responsibilities include cost modeling, operations simulation, financial analysis and reporting, database management and research. Mr. Hillenbrand's work has primarily been in Snavely King's transportation group. His projects have included extensive cost and revenue analyses of rail freight movements, along with preparation of databases for use in rate negotiations with railroads. Mr. Hillenbrand has prepared action plans and presentations for clients including potential merger analyses, plant site locations, and rail service issues.

Mr. Hillenbrand also conducts research in the chemical, petroleum and transportation industries. Mr. Hillenbrand has assisted in the preparation of presentations and testimony before the Surface Transportation Board, and Mr. Hillenbrand has assisted in the marketing of Snavely King services to potential clients.

Leventhal Seneter & Lerman PLLC, Washington DC

Legal Assistant (Spring 2003)

Mr. Hillenbrand assisted in the migration of Televisa's patent and trademark portfolio from Leventhal Seneter & Lerman to Televisa's in house counsel. Mr Hillenbrand managed the distribution of incoming documents including from EEO and FCC filings from clients and assisted in all aspects of LS & L's broadcasting, media, and satellite practices.

Skadden, Arps, Slate, Meagher & Flom LLP, Washington DC

Legal Assistant (2002)

While contracted with Skadden Arps, Mr. Hillenbrand assisted in a wide range of legal work. Mr. Hillenbrand coordinated a 750,000 page document production and privilege log for a Department of Justice antitrust filing for the Northrop Grumman-TRW merger. He also compiled and managed privilege logs and prepared document productions on behalf of clients for SEC investigations. Mr. Hillenbrand conducted first review of client documents for SEC and Congressional investigations.

North American Securities Administrators Association (NASAA), Washington DC

Legal Assistant (Spring 2002)

Mr. Hillenbrand assisted in a wide area for projects for NASAA. He assisted state security regulators in the first settlement between New York State and Merrill Lynch regarding conflict of interest between there research groups and investment banking groups. Mr. Hillenbrand conducted verification and complaint checks of stockbrokers and Certified Financial Advisors for investors and answered questions regarding the Series 6 and 63 Exams.

Acsys, Inc (2003) Washington DC

Law Resources (2001-2003)

Mr. Hillenbrand provided temporary work for law, financial, and real-estate firms.

Economic and Management Consultants

RVC (formerly Reuters Venture Capital)
London, England

Analyst, Intern (2000)

Mr. Hillenbrand assisted on a survey of Asia venture capital markets in preparation for future venture capital and fund of fund investments in the region. The survey comprised of an analysis of sources of capital, major investors, and destinations of capital in Asia.

Education

Connecticut College, 2001

B.A. Economics

B.A. International Relations

Georgetown University, Summer 1999

Summer Course Work

Citizenship

United States

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